

# 1107044 ORIGINAL

who are to respond to the collection of information contained in this nired to respond unless the form displays a currently valid OMB control

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

MAY I 1 2005

202

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005

Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix		Serial			
DAT	E RECEI	VED			

Name of Offering ([] check if this is an amendment and name has changed,	and indicate
change.) Up to 38,869,000 shares of Series D Preferred Stock	

Filing Under (Check box(es) that apply):

[ ] Rule 504 [ ] Rule 505 [ x ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [ x ] Amendment

# A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.) Global Locate, Inc.

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

3190 South Bascom Avenue, Suite 260, San Jose, CA 95124

(408) 371-0580

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business

Wide area real time locatio manufacturers	n technology and service	s to mobile netv	vork ope	rators and	
Type of Business Organiza	tion				<del></del>
[x] corporation	[ ] limited partner	rship, already fo	rmed	[ ] other (ple	ase specify)
[ ] business trust	[ ] limited partnership, to be formed				
	***************************************	Month	Year		
Actual or Estimated Date o Organization:	f Incorporation or	[0]2] ]	[9 ]9	[ x ] Actual Estimated	[]
Jurisdiction of Incorporation					n for State: D][E]

### **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer		General and/c Managing Partner
Full Name (Last nam	ne first, if individual)			
Business or Resider	nce Address (Number and Street	, City, State, Zip Cod	de)	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer		General and/o Managing Partner
Full Name (Last nam	ne first, if individual)			******
Business or Resider	nce Address (Number and Street	, City, State, Zip Coo	de)	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer		General and/o Managing Partner
Full Name (Last nan	ne first, if individual)		· · · · · · · · · · · · · · · · · · ·	
Business or Resider	nce Address (Number and Street	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer		General and/o Managing Partner
Full Name (Last nam	ne first, if individual)			
Business or Resider	nce Address (Number and Street	, City, State, Zip Co	de)	······································
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer	[ ] Director [ ] C	 Seneral and/o Manadind

		Partner	
Full Name (Last name first, if individual)		,	
Business or Residence Address (Number and Street	et, City, State, Zip Co	de)	
Check Box(es) that [ ] Promoter [ ] Beneficial Apply: Owner	[ ] Executive Officer	[ ] Director [ ] General Managin Partner	
Full Name (Last name first, if individual)	a a de la companya d		
Business or Residence Address (Number and Stree	et, City, State, Zip Co	de)	
Check Box(es) that [ ] Promoter [ ] Beneficial Apply: Owner	[ ] Executive Officer	[ ] Director [ ] General Managin Partner	
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Check Apply:		) that	[] Pro	moter []	Benefic Owner	cial	[ ] Exe Office		[ ] D	irector [	] Genera Manag Partne	ing
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			E	3. INFO	RMATIO	N ABOL	JT OFFE	RING				
	s the iss	uer sold	, or does	s the iss	uer inten	d to sell	, to non-a	accredite	d investo	rs in this		Yes No
			Ansv	ver also	in Apper	ndix, Col	umn 2, it	f filing un	der ULO	E.		•
2. Wh	at is the	minimu	m invest	tment th	at will be	accepte	ed from a	any indivi	dual?		••••	\$ Van Na
3. Do	es the of	fering p	ermit joii	nt owne	rship of a	a single ι	unit?					Yes No
or ind with s broke or dea	irectly, a ales of s r or deal aler. If m	ny comrecurities er registore ore thar	mission of s in the of tered with n five (5)	or simila offering. h the SE persons	r remune If a pers EC and/o s to be lis	eration for on to be or with a sted are	or solicita listed is state or s	states, lis ed perso	urchaser ciated pe t the nan	s in conr rson or a ne of the	ection gent of a broker	
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Name	of Asso	ciated E	Broker o	Dealer								
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					tates)			(D.0)	.=	_	] All State	
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	st name	e first, if i	ndividua	ai)		······································					

Name	of Asso	ciated E	Broker o	Dealer								-
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(Check	k "All Sta	ites" or c	heck indi	ividual S	tates)					[ ]	All State	es
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full N	ame (La	st name	e first, if i	individua	al)							<b>-</b>
Busin	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)			-
Name	of Asso	ciated E	Broker o	Dealer				******				••
							to Solici	t Purcha	sers	r -	L A 11 C4-4	
,					tates)		(DE)	10.01	<b></b> .		All Stat	
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[RI] ———	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR] -
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	OFFER	ING PRI	ICE. NU	MBER (	OF INVE	STORS.	EXPEN	SES ANI	O USE O	F PROC	EEDS	-
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								is offering or "zero.				
If the	transact	ion is ar	n exchan	ge offer	ing, ched	ck this bo	ox " and i	indicate				
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F	Partners	hip Inter	ests						\$		. \$	
(	Other (S	pecify			4.0	-		_).	\$		\$	
	Total .								\$ <u>25,0</u>	00,000	\$ <u>20,</u> 2	256 <u>,668</u>
	Answe	er also i	n Appen	dix, Col	umn 3, if	filing un	der ULO	E.				

Business or Residence Address (Number and Street, City, State, Zip Code)

have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors     Non-accredited Investors     Total (for filings under Rule 504 only)     Answer also in Appendix, Column 4, if filing under ULOE.	Number Investors 23	Aggregate Dollar Amount of Purchases \$20,256,668 \$\$
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering Rule 505  Regulation A  Rule 504  Total	Type of Security	Dollar Amount Sold \$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[]	\$
Printing and Engraving Costs	[x]	\$500
Legal Fees	[x]	\$135,000
Accounting Fees	[x]	\$15,000
Engineering Fees	[]	\$
Sales Commissions (specify finders' fees separately)	[]	\$
Other Expenses (identify)	[ ]	\$
Total		\$ 150,500

2. Enter the number of accredited and non-accredited investors who

Question 1 and total expenses furnished in response to Part C - Questio difference is the "adjusted gross proceeds to the issuer."		\$ 24,849,500
5. Indicate below the amount of the adjusted gross proceeds to the issue used or proposed to be used for each of the purposes shown. If the amofor any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjust gross proceeds to the issuer set forth in response to Part C - Question 4 above.	ount he sted	
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[x] 2,030,000	[x] <u>\$14,824,000</u>
Purchase of real estate	r 1 <b>\$</b>	[1\$

Purchase, rental or leasing and installation of m		[ ]\$	[]\$ 800,000	)
and equipment  Construction or leasing of plant buildings and fa		[]\$		
Acquisition of other businesses (including the v		ι το	_1 JΨ	_
securities involved in this offering that may be		r ነው	r.10	
exchange for the assets or securities of another		[ ]\$	_1	
pursuant to a merger)				
Repayment of indebtedness		[ ]\$		
Working capital		[ ]\$	[ <u>] 7,195,500</u>	<u>)                                    </u>
Other (specify):		[ ]\$	[]\$'	_
	<del></del>	[ ]\$	_[]\$	
Column Totals	manusi - S	[]\$2,030,000	r 1\$22,819,5	500
Total Payments Listed (column totals added)			19_500	
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D. FEDERAL SI	GNATURE			
to furnish to the U.S. Securities and Exchange Cominformation furnished by the issuer to any non-accretional securities. Rule 502.	edited investor pursuar	nt to paragraph (b	)(2) of	والمنافقة والقياد
Issuer (Print or Type)	Signature		Date	
Global Locate, Inc.	p-1"	1	5/09/2005	
Name of Signer (Print or Type)	Title/of Signer (Pr	int or Type)		Department of the last of the
Scott D. Pomerantz	President		and an electric section of the contract of the	. aujorija zasao ancon
ATTENT	ION	NAMES OF THE STREET OF THE STR		
Intentional misstatements or omissions of fact courself. U.S.C. 10		ninal violations.	(See 18	
E. STATE SIG				
Is any party described in 17 CFR 230.262 preser provisions of such rule?	itly subject to any of the	ne disqualification	Ye.	s No
See Appendix, Column 5	, for state response.			
2. The undersigned issuer hereby undertakes to fur which this notice is filed, a notice on Form D (17 CF				

law.

- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Global Locate, Inc.	>-12	5/09/2005
Name of Signer (Print or Type)	Title (Print or Type) President	
Scott D. Pomerantz	President	

# Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# **APPENDIX**

1	2	3	4	5 Disqualification
	Intend to sell to non-accredited investors in	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)	under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)

	State (Part B- Item 1)								
State	Yes	No		Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Series D Pfd. Stock & Series D Pfd. Warrants	8	\$4,838,330.50				X
СО								TO STATE OF THE ST	
СТ		X	Series D Pfd. Stock & Series D Pfd. Warrants	3	\$1,042,209.80				X
DE									
DC									
FL		X	Series D. Pfd. Stock & Series D Pfd. Warrants	1	\$250,000.00				X
GA									
HI									
ID									
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NV	AND THE PROPERTY OF THE PROPER	X	Series D Pfd. Stock & Series D Pfd. Warrants	2	\$5,250,000.00	COLD DELIVERATION OF THE COLD	X
NH							
NJ		X	Series D Pfd. Stock & Series D Pfd. Warrants	1	\$50,000.00		X
NM							
NY		X	Series D Pfd. Stock & Series D Pfd. Warrants	7	\$4,726,127.70		X
NC							
ND							
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OR		W. Trickler and trade		244.000 A CONTACTOR OF THE STATE OF THE STAT			***************************************
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PR							
Germany		X	Series D Pfd. Stock & Series D Pfd. Warrants	1	\$4,100,000.00		X